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WC 04-263

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of

Satamatics, Inc.

Application Under Section 214 of the
Communications Act of 1934, As Amended,
for Transfer of Control

File No. _____

FCC/MELLON

JUL 19 2004

To: the International Bureau

**APPLICATION FOR TRANSFER OF CONTROL OF
INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORITY**

Pursuant to Section 214 of the Communications Act of 1934 as amended, 47 U.S.C. § 214, and Commission Rule 63.24, 47 C.F.R. § 63.24, Satamatics Worldwide Limited ("Satamatics Worldwide") and Richtec PLC (collectively "Applicants") hereby request approval for Richtec PLC to transfer its direct control of Satamatics Holdings, Inc. ("SHI") and its indirect control of Section 214 licensee Satamatics, Inc. ("Satamatics") to Satamatics Worldwide. As explained in detail below, control over Satamatics will continue to be held by SHI after completion of the proposed transaction. Part I of this application describes the means by which the proposed transfer of control will take place and demonstrates that grant of this application will be in the public interest. Part II provides the information required by 47 C.F.R. § 63.18. Part III provides the information required for requests to transfer domestic Section 214 authority in accordance with 47 C.F.R. § 63.04(b). The applicable fees according to the FCC's fee schedule, Fee Code CUT, accompany this application.

I. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

Satamatics holds both domestic and international Section 214 authority to provide INMARSAT D+ services.¹ INMARSAT D+ service is a low cost, low data rate two-way short messaging and tracking system. The system design enables very compact terminals to be built with an integral GPS receiver for applications such as asset tracking and SCADA. Currently, Satamatics (a Delaware corporation) is wholly-owned by SHI (a Delaware corporation). In turn, SHI is wholly-owned by Richtec PLC (a UK Corporation). A chart depicting the current corporate structure is appended hereto as Attachment 1.

A. Description of the Transaction

Richtec PLC proposes to transfer control of SHI and the FCC authorizations held by its subsidiary, Satamatics, by selling its interest in SHI to Satamatics Worldwide. Richtec PLC and Satamatics Worldwide have entered into a stock purchase agreement that will be consummated following FCC approval of this application. Following FCC approval, Richtec PLC's interest in SHI will be reduced from 100% to zero. SHI will continue to be a U.S. corporation, but will be wholly-owned by Satamatics Worldwide. A chart depicting the proposed corporate structure is appended hereto as Attachment 2.

B. Public Interest Statement

The proposed transaction is in the public interest. Richtec PLC's proposed transfer of control will have little impact on the day-to-day operations of SHI and Satamatics, which will continue to provide the telecommunications services that it presently provides under its FCC authorizations. Moreover, the transfer of control will serve the public interest by

¹ See 47 C.F.R. § 63.01(a); File No. ITC-214-20020228-00160 (International 214 authorization for Richtec, Inc.); Notification of Pro Forma Assignment of Licenses, May 11, 2004 (assigning International 214 authorization from Richtec Incorporated to Satamatics).

producing efficiencies in the business and financial operations of the corporate structure above the licensee.

C. Pending Applications

To the extent that any pending applications, or any other applications for new facilities or for renewal or modification of existing facilities, are granted prior to the closing of this transaction, the Applicants request a determination by the Commission that the grant of this application includes authority for Satamatics Worldwide to acquire control of any subsequently granted authorizations.

II. SECTION 63.18 INFORMATION

Pursuant to Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2), the following information is provided to the Commission:

A. Information Regarding Transferor and Transferee

1. Information for Transferor Richtec PLC:

(a) Name, address and telephone number:

Richtec PLC
3 Well Lane
Clare, Suffolk
CO10 8NH, United Kingdom
+44 (0)1684 278700

(b) Richtec PLC is a corporation organized under the laws of England and Wales.

(c) Contact Information:

Officer Contact:

Roy D. Cole
Chairman
Richtec PLC
3 Well Lane
Clare, Suffolk
CO10 8NH, United Kingdom
+44 1531 632242

Legal Counsel:

Alfred M. Mamlet
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
(202) 429-3000

(d) Richtec PLC has not previously received Section 214 authority from the Commission (and is not requesting such authority here).

2. Information for Transferee Satamatics Worldwide Limited:

(a) Name, address and telephone number:

Satamatics Worldwide Limited
6 Drakes Meadow, Penny Lane
Swindon, England
SN3 4UN, United Kingdom
+44 (0)1684 278622

(b) Satamatics Worldwide is a corporation organized under the laws of England and Wales

(c) Contact Information

Officer Contact:

Peter Chisholm
Director
Satamatics Worldwide Limited
6 Drakes Meadow, Penny Lane
Swindon, England
SN3 4UN, United Kingdom
+44 (0)1684 278622

Legal Counsel:
Alfred M. Mamlet
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
(202) 429-3000

(d) Satamatics Worldwide has not previously received Section 214 authority from the Commission (and is not requesting such authority here).

B. Additional Information Regarding Transferee

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the following information is provided to the Commission concerning only transferee Satamatics Worldwide:

(h)² Ownership Information

Upon approval of this application, Satamatics Worldwide will be held by the following individuals, all citizens of the United Kingdom:

Roy D. Cole, 13%;
Satamatics Worldwide Limited
6 Drakes Meadow, Penny Lane
Swindon, England
SN3 4UN, United Kingdom
+44 (0)1684 278622

David A. Lade, 12%;
Satamatics Worldwide Limited
6 Drakes Meadow, Penny Lane
Swindon, England
SN3 4UN, United Kingdom
+44 (0)1684 278622

John Westover, 11%.
Satamatics Worldwide Limited
6 Drakes Meadow, Penny Lane
Swindon, England
SN3 4UN, United Kingdom
+44 (0)1684 278622

² The headings in this subsection correspond to the relevant headings in Commission Rule 63.18. See 47 C.F.R. § 63.18.

There are two entities owning a 10% or greater interest in Satamatics Worldwide, Canterbury Limited and Liverpool Limited. Both are investment firms registered in Saint Vincent and the Grenadines, and each owns a 28% ownership interest in Satamatics Worldwide. Bryan Jeeves, a citizen of Liechtenstein, is the sole shareholder of both Canterbury Limited and Liverpool Limited.

Canterbury Limited
112 Bonadie Street
Kingstown, St.Vincent and the Grenadines, W.I.
Principal place of business: St.Vincent and the Grenadines

Liverpool Limited
112 Bonadie Street
Kingstown, St.Vincent and the Grenadines, W.I.
Principal place of business: St.Vincent and the Grenadines

At this time, there are no other 10% or greater shareholders in Satamatics Worldwide.

Satamatics Worldwide has no interlocking directorates with any foreign carriers.

(i) Satamatics Worldwide certifies, by signature to this application, that it is affiliated with Satamatics Limited, a U.K. company that is based in the U.K. and provides INMARSAT D+ services there to distributors, value added resellers and application service providers. Specifically, Satamatics Limited is 100% owned by Satamatics Worldwide. Arguably, Satamatics Limited may be considered a foreign carrier under the Commission's Rules.

(j) Other than the carrier and country identified in section (i) above, Satamatics Worldwide certifies, by signature to this application, that it does not seek to provide international telecommunications services to any destination where: (1) Satamatics Worldwide is a foreign carrier; or (2) Satamatics Worldwide controls a foreign carrier; or (3) any entity that

owns 25% or more of Satamatics Worldwide controls a foreign carrier; or (4) two or more parties own, in the aggregate, more than 25% of Satamatics Worldwide and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications in the United States.

(k) The United Kingdom is a WTO member and Satamatics Ltd. -- the affiliate of applicant Satamatics Worldwide -- lacks market power in the United Kingdom..

(l) Not applicable.

(m) Satamatics Worldwide is not affiliated with any foreign carrier with sufficient market power to affect adversely competition in the U.S. market, as its affiliate controls far less than 50 percent of the local access and international transport markets. Accordingly, Satamatics Worldwide (and licensee Satamatics Inc.) is entitled, under Section 63.10(a)(3), 47 C.F.R. § 63.10(a)(3), to non-dominant status on all routes.

(n) Satamatics Worldwide certifies, by signature to this application, that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Satamatics Worldwide certifies, by signature to this application, that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853(a).

(p) Satamatics Worldwide respectfully requests streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. Although Satamatics Worldwide is affiliated with a foreign carrier in the destination market of the United Kingdom, this application qualifies for streamlined processing for the following reasons: (1)

Satamatics Worldwide qualifies for a presumption of non-dominance under 47 C.F.R. § 63.10(a)(3) because its foreign affiliate has less than a 50 percent share of the local access and international transport market in the destination markets, *see* 47 C.F.R. § 63.12 (c)(1); and (2) Satamatics Worldwide is not affiliated with any dominant U.S. carrier whose international switched or private lines services they seek to resell, *see* 47 C.F.R. § 63.12 (c)(2); and (3) this application does not seek authority to provide switched service over private lines to countries not previously authorized for service by the Commission, *see* 47 C.F.R. § 63.12(c)(3).

III. SECTION 63.04(b) INFORMATION

Pursuant to Section 63.04(b) of the Commission's Rules, the following information is provided to the Commission:

- (a) Description of the transaction: *See* Part I, *supra*.
- (b) Satamatics, an indirect subsidiary of the transferor, Richtec PLC, and of the transferee, Satamatics Worldwide, provides INMARSAT D+ services where the origination and termination may both be in the U.S. This is the only extent to which the transferor, transferee or any of their subsidiaries or affiliates provide any domestic telecommunications services.
- (c) This application should be accorded presumptive streamlined treatment under Commission Rule 63.03(b)(2)(i). *See* 47 C.F.R. § 63.03(b)(2)(i). Satamatics Worldwide will have a market share in the interstate, interexchange market of less than 10 percent, and provides no competitive telephone exchange services of any kind, and is not dominant with respect to any service. As such this application is eligible for streamlined status.
- (d) In connection with this transaction, the Applicants have submitted an application for transfer of control of the International Section 214 and Title III authorization held by

Satamatics, the licensee affected by the proposed transaction. A Petition for Declaratory Ruling with respect to Satamatics's proposed indirect foreign ownership has also been submitted.

(e) Applicants do not seek special consideration due to any imminent business failure of any party.

(f) No separately filed waivers are being sought in conjunction with this application.

(g) See Part I, *supra* for a discussion of how the proposed transaction will serve the public interest. The proposed transaction will have no adverse effect on competition in domestic markets, as the status of the licensee's controlling entity will not change -- specifically, Satamatics will not be controlled by an entity that also provides domestic telecommunications services.

Accordingly, Richtec PLC and Satamatics Worldwide respectfully request that the Commission promptly approve Richtec PLC's transfer of control to Satamatics Worldwide of SHI and its indirect control of Satamatics.

Dated: July 15, 2004

Respectfully submitted,
RICHTEC PLC

Alfred M. Mamlet
Lee C. Milstein
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
Tel: (202) 429-3000
Fax: (202) 429-3902
Counsel to Richtec PLC

By:

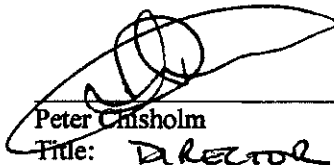


Royston D. Cole

Title: **CHAIRMAN**

SATAMATICS WORLDWIDE LIMITED

By:

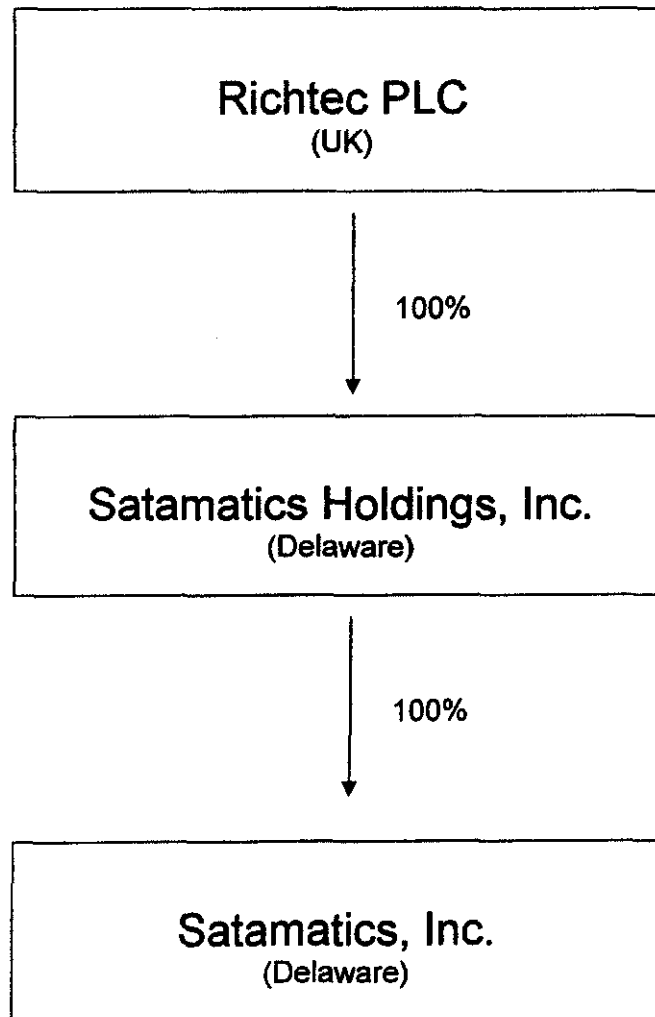


Peter Chisholm

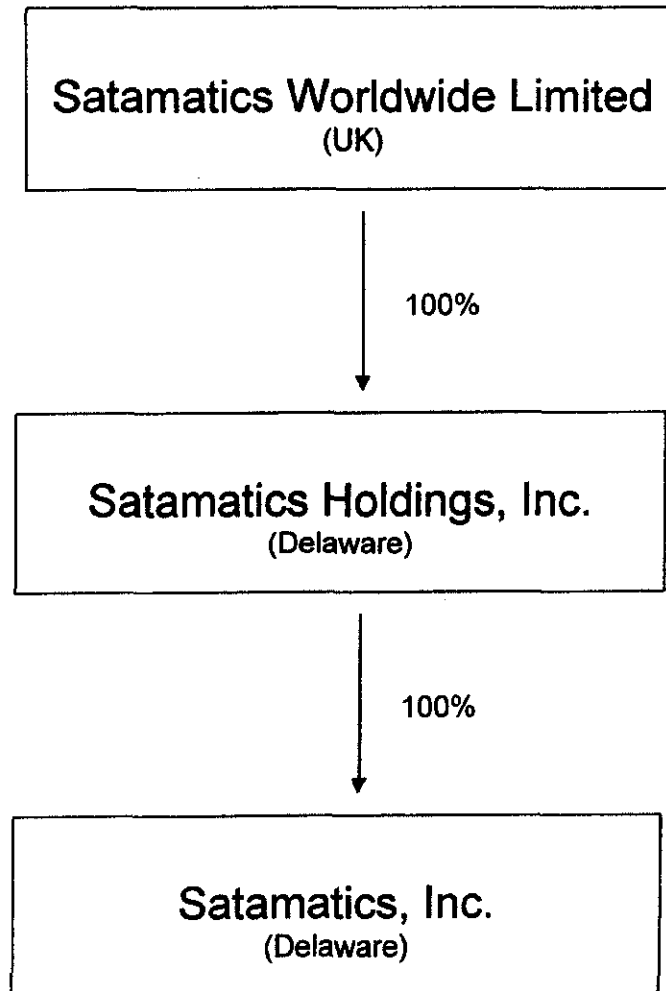
Title: **Director**

ATTACHMENT 1
ORGANIZATIONAL CHARTS

Current Structure



ATTACHMENT 2
ORGANIZATIONAL CHARTS
Proposed Structure



STEPTOE & JOHNSON^{LLP}

ATTORNEYS AT LAW

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July 19, 2004

Via HAND DELIVERY

Ms. Marlene Dortch
Secretary
Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: **In the Matter of Satamatics, Inc., Application Under Section 214 of the Communications Act of 1934, As Amended, for Transfer of Control**

Dear Ms. Dortch:

I have been notified that our filing on behalf of Satamatics Worldwide Limited ("Satamatics Worldwide"), was rejected for failure to include the applicant's FRN on the 159 form. This issue has been corrected and the documents are being re-filed accordingly.

Enclosed please find for filing an original and six copies of Satamatics Worldwide's Application for Transfer of Control of International and Domestic Section 214 Authority. A check in the amount of \$860.00 for the applicable fees and an FCC Form 159 are enclosed as well. This application and fee are to be submitted to the Wireline Competition Bureau in accordance with Commission Rule 63.04 (b), 47 C.F.R. § 63.04 (b). Also enclosed is an additional copy of Satamatics Worldwide's Application which we ask you to date-stamp and return with our messenger.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Lee C. Milstein
Counsel for Satamatics Worldwide Limited

Enclosures

FCC/MELLON

JUL 15 2004

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICEApproved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Steptoe & Johnson LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 1330 Connecticut Avenue, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 4293000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003754629		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Satamatics Worldwide Limited			
(14) STREET ADDRESS LINE NO. 1 6 Drakes Meadow, Penny Lane			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Swindon		(17) STATE Englan	(18) ZIP CODE SN34UN
(19) DAYTIME TELEPHONE NUMBER (include area code) 441684278622		(20) COUNTRY CODE (if not in U.S.A.) United Kingdom	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0011238797		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Lee C. Milsten</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Lee C. Milsten</u>		DATE <u>7/15/04</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)